

LAW OFFICES OF
JOHN K. RENKE II

John K. Renke II
Thomas R. Gurrant
Christina K. Mendoza
John K. Renke III

7637 Little Road
New Port Richey, Florida 34854

Attorneys Licensed in
Florida, Michigan & New York**

Telephone: (813) 847-6274
Fax: (813) 841-6503

P97000011380
January 30, 1997

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32314

600002075826--8
-02/03/97--01041--004
*****70.00 *****70.00

RE: Ceresoli's Italian Kitchen, Inc.

Dear Sir or Madam:

Enclosed herein is the original and one (1) copy of the Articles of Incorporation for a proposed Florida domestic for-profit corporation, Ceresoli's Italian Kitchen, Inc..

Also enclosed is a check in the amount of Seventy (\$70.00) Dollars to cover the following:

Filing Fees	\$35.00
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$70.00

Please file the Articles of Incorporation. Thank you for your attention to this matter.

Very truly yours,


Thomas R. Gurrant, Esq.

TRG:hs
Enclosure

CC: Anthony D. Ceresoli

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:28

cf 2/5/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB -3 PM 12:28

ARTICLES OF INCORPORATION

OF

CERESOLI'S ITALIAN KITCHEN, INC.

ARTICLE I

NAME

The name of this Corporation is Ceresoli's Italian Kitchen,
Inc.

ARTICLE II

DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

FOR-PROFIT CORPORATION

This Corporation is a For-Profit Corporation.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is
6404 Ridge Road, Port Richey, Florida 34668, and the mailing
address of the Corporation is the same.

ARTICLE V

CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to issue is 1,000 shares of common stock having a
par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 6404 Ridge Road, Port Richey, Florida 34668, and the initial registered agent of this Corporation at such office shall be Anthony D. Ceresoli, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors is:

NAME

ADDRESS

Anthony D. Ceresoli

6404 Ridge Road
Port Richey, FL 34668

Anna M. Ceresoli

6404 Ridge Road
Port Richey, FL 34668

ARTICLE VIII

INCORPORATION

Thae name and street address of the incorporator who is the person signing these Articles of Incorporation is:

NAME

ADDRESS

Anthony D. Ceresoli

6404 Ridge Road
Port Richey, FL 34668

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors.

ARTICLE X

CONTRACTS WITH DIRECTORS

No Contract, act or transaction of this Corporation with any person, persons, firm or other corporation, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this Corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of herself or himself or any other firm, association or corporation in which she or he may in anywise be interested. Any director of this Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company

without regard to the fact that she or he is also a director of such subsidiary or controlled company.

ARTICLE XI

PREEMPTIVE RIGHTS

Regarding the shareholders' rights to acquire the Corporation's unissued shares, the Corporation elects to have preemptive rights.

ARTICLE XII

AMENDMENTS OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 29 day of Jan., 1997.


Anthony D. Ceresoli

STATE OF FLORIDA

COUNTY OF PASCO

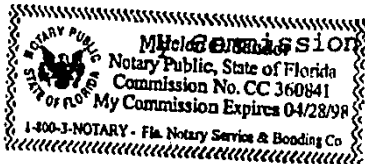
Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared ANTHONY D. CERESOLI to me known and known to me to be the individual described as incorporator in the foregoing Articles of Incorporation of CERESOLI'S ITALIAN KITCHEN, INC., a corporation for profit; and

after first being duly sworn by me, upon oath he signed and acknowledged said Articles of Incorporation before me.

SWORN TO and SUBSCRIBED before me on January 29, 1997 by ANTHONY D. CERESOLI who took an oath and produced the following identification: Florida Driver License C624-004-42-044-0

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 29 day of January, 1997.

Helen E. Sandor
Notary Public - State of Florida at Large
Print Name: HELEN E. SANDOR



Expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such registered office, and is familiar with and accepts the obligations of her position as registered agent as provided for in Section 607.0505 of the Florida Statutes.

DATE: 1/29/97

Anthony D. Ceresoli
ANTHONY D. CERESOLI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:28